

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the joint	)	Application No. NG-0037
application of NorthWestern	)	
Corporation, D/B/A NorthWestern	)	
Energy, Sioux Falls, South	)	
Dakota; Babcock & Brown	)	
Infrastructure Limited, BBI US	)	APPROVAL WITHDRAWN
Holdings Pty Ltd., Sydney NSW	)	
2000, Australia; BBI US Holdings	)	
II Corp. and BBI Glacier Corp.,	)	
San Francisco, California for	)	
approval of proposed change of	)	
control of NorthWestern	)	
Corporation.	)	Entered: August 7, 2007

BY THE COMMISSION:

On June 7, 2006, an Application was filed with the Nebraska Public Service Commission ("Commission") by NorthWestern Corporation, d/b/a NorthWestern Energy ("NorthWestern") and Babcock & Brown Infrastructure Limited ("BBIL"), BBI US Holdings Pty Ltd. ("Holdings Pty"), BBI US Holdings II Corp. ("Holdings II") and BBI Glacier Corp. ("Glacier") (collectively the "BBI Companies" and together with NorthWestern the "Applicants"), seeking approval of the proposed change of control of NorthWestern. A hearing was held on the above-captioned Application on September 27, 2006, in the Commission Hearing Room, Lincoln, Nebraska.

On October 17, 2006, the Commission entered an Order approving the transaction as proposed, including transfer of Northwestern's Certificates of Public Convenience and Necessity and other authority granted under the State Natural Gas Regulation Act.

On July 26, 2007, Northwestern filed Notice of Termination of Acquisition, informing the Commission that the Agreement and Plan of Merger between Northwestern and BBIL had been terminated effective July 24, 2007.

Because the Commission's approval granted October 17, 2006, was based upon the underlying Agreement and Plan of Merger, the Commission finds that such approval is now void and should be withdrawn.

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O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that all approval granted by order issued October 17, 2006, in Application in Docket No. NG-0037 be and is hereby, withdrawn.

MADE AND ENTERED at Lincoln, Nebraska, this 7th day of August, 2007.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

*Gerald L. Vay*

*Ann C. Brager*

*Jim Schwan*

//s// Rod Johnson

//s// Frank E. Landis

Chairman:

*Rod Johnson*

ATTEST:

*John Sullivan*

Deputy Director